

**SECRETARY OF STATE**  
**Linda McCulloch -- State of Montana**



Montana State Capitol  
PO Box 202801  
Helena, MT 59620-2801

MINDY CUMMINGS NOWAKOWSKI  
PO BOX 161292  
BIG SKY MT 59716

**CERTIFICATE OF FILING**

I, LINDA McCULLOCH, Secretary of State of the State of Montana, do hereby certify that

**SILVERTIP HOME OWNERS' ASSOCIATION**

filed its NAME RESERVATION in this office and has fulfilled the applicable requirements set forth in law. By virtue of the authority vested in the office, I hereby issue this certificate evidencing filing effective on the date shown below. I wish you the best of luck with all your future endeavors as part of the Montana business community.

Certified File Number: D802183 - 1505679  
Dated: March 18, 2014  
Effective Date: March 10, 2014

A handwritten signature in cursive script that reads "Linda McCulloch".

Linda McCulloch  
Secretary of State

This filing will expire 120 days from the filing date listed above.



RESERVATION of NAME  
APPLICATION

MAIL: LINDA McCULLOCH  
Secretary of State  
P.O. Box 202801  
Helena, MT 59620-2801  
PHONE: (406) 444-3665  
FAX: (406) 444-3976  
WEB SITE: [sos.mt.gov](http://sos.mt.gov)



Prepare, sign, and submit with an original signature and filing fee.  
This is the minimum information required.

(This space for use by the Secretary of State only)

1505679  
STATE OF MONTANA  
**FILED**  
MAR 10 2014  
SECRETARY OF STATE

COPY

Required Filing Fee: \$10.00  
☐ 24 Hour Priority Handling check box and Add \$20.00  
☐ 1 Hour Expedite Handling check box and Add \$100.00

PLEASE CHECK ONE BOX:

- ☐ Assumed Business Name (30-13-211, MCA)  
☒ Corporation (35-2-306, MCA)  
☐ Limited Liability Partnership (30-10-720, MCA)  
☐ Limited Partnership (35-12-506, MCA)  
☐ Limited Liability Company (35-8-104, MCA)

1. The business name to be reserved is: Silvertip Home Owners' Association

2. The date the applicant intends to commence business: \_\_\_\_\_  
For Assumed Business Name Reservation Only

3. The name and business mailing address of the applicant is as follows:

Name: Nowakowski Law, P.C.

Business Mailing Address: 55 Meadow Village Drive, Unit 4 (P.O. Box 161292)

City: Big Sky State: MT Zip Code: 59716

4. A description of the business the applicant intends to transact:

Home owners association

5. I, HEREBY SWEAR AND AFFIRM, under penalty of law, that the facts contained in this Application are true.

Signature of Applicant

3-6-2014

Date

Mindy Cummings Nowakowski, Attorney

Printed Name and Title of Applicant

Daytime Contact: Phone: 406-581-8727 Email: mindy@mcnlawbigsky.com

NOTE:

This business name reservation does not authorize the entity to transact business in the State of Montana.  
A name reservation only holds the name for future use, not current use.  
All Name Reservations are not renewable.

The name reservation will expire either (whichever comes first):

- 120 days from the date of filing. OR
- When the entity files the necessary documents and fees to register the name and structure for active use.
- A person having a current reservation for a Limited Partnership name may file a new Name Reservation for the same name after the previous reservation has been expired for at least 90 days. (35-12-506, MCA)

**ARTICLES OF INCORPORATION  
OF THE  
SILVERTIP HOME OWNERS' ASSOCIATION**

**ARTICLE 1  
Name**

The name of the corporation is the Silvertip Home Owners' Association (the "Association").

**ARTICLE 2  
Designation and Term of Existence**

The Association is a mutual benefit corporation with members and shall have a perpetual existence.

**ARTICLE 3  
Definitions**

The words and terms used herein shall be deemed to have the same definitions and meanings as in the Declaration of Covenants, Conditions and Restrictions for Silvertip Subdivision, PUD, and all presently existing amendments and supplements thereto, as recorded or to be recorded in the Public Record (the "Declaration").

**ARTICLE 4  
Purpose and Powers**

**4.1 Purpose.** The Association is a Mutual Benefit Corporation under the laws of the State of Montana. In accordance with the provisions of MCA 35-2-113 et seq., the general purpose of this corporation shall be to be the "Association" to operate and administer Silvertip Subdivision, PUD and carry out the functions and duties as set forth in the Declaration and further to exercise all powers granted to it under the Montana Nonprofit Corporation Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in this corporation's capacity as an owners association.

**4.2 Powers.** The Association shall have all powers as granted to it in the Bylaws.

**4.3 Restrictions on Purposes and Powers.** The foregoing purposes and powers of the Association are subject to the following limitations:

**4.3.1 Earnings.** No part of the net earnings of the Association shall inure to the benefit of or be distributable to or for the benefit of any director, officer or Member of the

Association, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Association affecting one or more of its purposes) and no director, officer or Member, or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Association or otherwise.

**4.3.2 Campaigns.** The Association shall not participate or intervene in (including the publishing or distribution of statements) and political campaigns on behalf of or in opposition to any candidate for public office.

**4.4 Dividends, Distribution, etc.** The Association shall not pay any dividends. No distribution of the corporate assets to Members (as such) shall be made. Upon dissolution of the Association the assets shall be distributed as provided in Article 7 below.

## **ARTICLE 5**

### **Registered Office/Agent**

The operations of the Association shall be conducted at such places within Gallatin or Madison County, Montana as may from time to time be determined by the Board of Directors. The initial registered office street address is \_\_\_\_\_ with mailing address of \_\_\_\_\_ and the agent at that office is [NAME] or as both thereafter are designated with the Montana Secretary of State.

Signature of Registered Agent: \_\_\_\_\_

## **ARTICLE 6**

### **Membership and Voting**

**6.1 Membership.** The Members of the Association shall be as set forth in the Declaration. Members shall meet the criteria and satisfy the procedures for admission set forth in the Declaration.

**6.2 Voting.** The voting rights of the Members shall be set forth in the Bylaws.

## **ARTICLE 7**

### **Dissolution**

Dissolution shall be in accordance with §35-2-721 et. seq., MCA and its regulations as the same now exists or as it may be amended from time to time, but that a vote of the Membership pursuant to §35-2-721, MCA shall be by an affirmative vote of a majority of the members. Upon dissolution of the Association, the assets, both real and personal of the corporation, shall be dedicated to a master association that the Association may be a member of or any nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or

diminish any right or title of any Member vested in him under the recorded covenants and deeds applicable to the Silvertip Subdivision, PUD unless made in accordance with the provisions of such covenants and deeds.

## **ARTICLE 8**

### **Limitation of Directors' Liability**

**8.1 Liability.** A director of the Corporation shall not be liable to the Corporation for monetary damages for breach of a director's duties to the corporation, except for **(a)** breaches of the director's duty of loyalty to the corporation, **(b)** acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law, **(c)** transactions from which a director derived an improper personal economic benefit or **(d)** conflict of interest transactions, loans to or guarantees for directors and officers or unlawful distributions.

**8.2 Indemnification.** Those persons serving as directors of the Corporation shall be indemnified for their actions to the full extent allowed under Montana law, pursuant to Sections 35-2-446 through 35-2-454 of the Montana Code Annotated (2013).

## **ARTICLE 9**

### **Amendments**

The Association may amend these Articles in the same manner as set forth in the Article \_\_\_\_\_, Section \_\_\_\_\_ of the Bylaws.

## **ARTICLE 10**

### **Incorporator**

The name, address, phone number and e-mail of the incorporator is:

[NAME]  
[COMPANY]  
[ADDRESS]  
[ADDRESS]  
[PHONE NUMBER]  
[EMAIL]

DATED: \_\_\_\_\_, 20\_\_\_\_.

Incorporator:

[NAME]

STATE OF MONTANA                    )  
  : ss.  
County of Gallatin                    )

On this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, before me, the undersigned, a Notary Public in and for the State of Montana, personally appeared \_\_\_\_\_ as Incorporator of the \_\_\_\_\_ known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation and acknowledged to me that [he/she] executed the same.

In witness whereof, I have hereunto set my hand and fixed my Notary seal the day and year first written above.

(printed name)

Notary Public for the State of Montana  
Residing in:  
My Commission Expires: